



**Set for the Shareholders'
Meeting on July 30, 2026**

Dear Shareholder,

Please note first and foremost that, as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 200 of 30 December 2025, converted with amendments into Law 27 February 2026 no. 26, as well as in accordance with the provisions of Art. 9 of the Company's by-laws ("By-Laws"), **eligible parties may only attend the Shareholders' Meeting by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance").

Hoping to facilitate this process, we have prepared this set of several useful documents regarding your participation, in compliance with the foregoing, in the shareholders' meeting:

- Meeting notice with agenda;
- Right to supplement the agenda and to submit proposals on items already on the agenda pursuant to Art. 126-*bis* of the TUF
- Right to pose questions prior to the Shareholders' Meeting;
- Right to individually submit resolution proposals prior to the Shareholders' Meeting;
- Procedure for participation and voting by proxy;
- Proxy and/or *sub-proxy* form pursuant to Art. 135- *undecies* of the TUF.

Please note that the report of the Board of Directors on the item on the agenda as well as the other information regarding the Shareholders' Meeting are available on the website www.unipol.com in the *Governance/Shareholders' Meeting/ Extraordinary Shareholders' Meeting - 30 July 2026* Section. You may contact our Offices (phone +39 055 5095754, email address segreteria generale@pec.unipol.it) at any time with any questions linked to your role as Shareholder.

NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

(published on the Company's website on 29 June 2026 and, in excerpt, on the same date, in the newspaper Il Sole 24 Ore)

The extraordinary session of the Shareholders' Meeting of Unipol Assicurazioni S.p.A. ("Unipol" or the "Company") is hereby called for 30 July 2026, at 10.30 a.m., exclusively by means of telecommunications, to resolve on the following

AGENDA

- 1. Proposal to grant to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authorization, to be exercised by 31 December 2027, to increase the share capital in one or more tranches, in divisible form, against payment, for a maximum aggregate amount of Euro 2,500,000,000.00, inclusive of any share premium, through the issuance of ordinary shares with no par value and regular entitlement, to be offered in option to the entitled shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code. Consequent amendment to Article 5 of the By-Laws. Related and consequent resolutions.**

Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 21 July 2026 (record date) and for whom the company has received the notification from the authorised intermediary shall be entitled to attend the Shareholders' Meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 21 July 2026 shall not have the right to attend or vote at the Shareholders' Meeting.

As permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 200 of 30 December 2025, converted with amendments into Law 27 February 2026 no. 26, as well as in accordance with the provisions of Art. 9 of the Company's by-laws ("By-Laws"), **eligible parties may only attend the Shareholders' Meeting by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein. The company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address sedeto@computershare.it.

In accordance with Art. 9 of the By-Laws and in compliance with the conditions stipulated therein, the Shareholders' Meeting shall be held exclusively by means of remote communication, through the use of audiovisual and/or telephone connection systems, without in any case requiring the Chairman and the Secretary or Notary to be physically in the same place.

With regard to the above, persons with voting rights who intend to take part in the Shareholders' Meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore by **28 July 2026**, following the required procedures and using the specific form that will be available on the company website www.unipol.com under the section *Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting - 30 July 2026*, which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 29 July 2026** if the specific web application

prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, using the same form as above available on the company's website to Computershare S.p.A. in the terms specified therein.

The proxy and/or sub-proxies will only be valid if voting instructions are given.

Holders of shares deposited with the company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address segreteria generale@pec.unipol.it or by calling +39 055 5095754.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

Questions on the items on the agenda

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda only prior to the Shareholders' Meeting, by sending a registered letter to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by email to the certified email address: segreteria generale@pec.unipol.it or by filling out the specific form that will be available on the website www.unipol.com under the section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting - 30 July 2026*. The questions must be received by the record date, i.e., by **21 July 2026**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide to the address segreteria generale@pec.unipol.it their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary.

If a shareholder has requested notification of its right to attend the Shareholders' Meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest by 27 July by publication on the company's website, with the option for the company to provide a single answer to questions with similar content.

Additions to the agenda and submission of proposals on the items already on the agenda pursuant to article 126-*bis* of the Consolidated Law on Finance

Pursuant to article 126-*bis* of the Consolidated Law on Finance, shareholders who, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and therefore by **9 July 2026**), request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address: segreteria generale@pec.unipol.it to be submitted to the company by the deadline indicated above.

Certification of ownership of the shares held by the shareholders making the request, and the shareholding quota required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to segreteria generale@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the Shareholders' Meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on the items already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

Right to submit proposed resolutions individually prior to the Shareholders' Meeting

In addition to the above, since the Shareholders' Meeting can only be attended by the Designated Representative, pursuant to the aforementioned Art. 106, paragraph 4, of Decree Law No. 18/2020 and subsequent extensions and amendments as well as in accordance with Art. 9 of the By-Laws, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the item on the agenda or proposal for which submission is otherwise permitted by law are asked to make them beforehand, by **15 July 2026**. These proposals where pertinent, will be published on the company's website by the following 17 July so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the Shareholders' Meeting and issue a proxy to the Designated Representative to attend the Shareholders' Meeting.

Information on the share capital and voting rights

As of today's date, the share capital of Unipol is €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. As at the same date, 717,206,043 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Each share has the right to one vote. In accordance with article 127-*quinquies* of the Consolidated Law on Finance and article 6 of the By-Laws, two votes are allocated to each share which has belonged to the same Shareholder for a continuous period of not less than twenty-four months starting from the date of registration on the special list set up specifically for that purpose (the "Special List") and held and updated by the company as provided for under the By-Laws (known as "shares with increased voting rights").

In accordance with article 85-*bis*, paragraph 4-*bis* of Consob Regulation no. 11971/1999 (the "Issuers' Regulation"), Unipol will notify the public and Consob, by the day following the record date, of the total amount of voting rights, indicating the number of shares comprising the share capital.

For further information please refer to the company's internet website in the section dedicated to shares with increased voting rights, available at <https://www.unipol.com/en/investors/shareholding-structure/increased-voting-rights>, where, in accordance with the provisions of article 143-*quater* of the Issuers' Regulation, the identifying data of the shareholders who requested registration on the Special List is also published, indicating the respective shareholdings that exceed the threshold indicated by article 120, paragraph 2 of the Consolidated Law on Finance.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website www.unipol.com under the section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting - 30 July 2026*.

The whole documentation relating to the item on the agenda - including the illustrative report of the Board of Directors and the related resolution proposal - will be available to the public at the Company's registered office and published on the Company's website, as well as on the authorised eMarket Storage site (www.emarketstorage.it), by the end of the day; it will be transmitted to the shareholders who will request it.

Bologna, 29 June 2026

The Chairperson of the Board of Directors

Carlo Cimbri

*** **

This communication does not constitute an offer of sale of financial instruments or any solicitation of offers to purchase financial instruments. The financial instruments mentioned in this communication (the "Financial Instruments") have not been registered and will not be registered in the United States of America pursuant to the US Securities Act of 1933, as subsequently amended (the "Securities Act"), in Australia, Canada, Japan or in any other jurisdiction where such an offer of sale or solicitation of offers to purchase requires the approval of the competent authorities or is not permitted by the applicable law. The Financial Instruments may not be offered or sold in the United States of America nor to US persons unless such securities are registered under the Securities Act or an exemption from registration is available, or in the context of an offer not subject to the registration requirements of the US Securities Act

RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT PROPOSALS ON ITEMS ALREADY ON THE AGENDA PURSUANT TO ART. 126-BIS OF THE TUF

Pursuant to Art. 126-*bis* of Legislative Decree 58/98 ("TUF"), Shareholders which, even jointly, represent one-fortieth of the share capital may request, by **9 July 2026** (tenth day subsequent to the publication of the Shareholders' Meeting Notice), to add to the items on the agenda, by specifying in the request the additional topics proposed, or submit resolution proposals on the items already on the agenda. Matters which, under legal terms, must be decided upon by the Shareholders' Meeting based on a proposal from the Directors or on the basis of a draft or a report submitted by them pursuant to Art. 125-*ter*, paragraph 1 of the TUF, cannot be added to the agenda.

The requests must be made in writing by registered letter with advice of receipt addressed to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by email to the certified email address: segreteria generale@pec.unipol.it, to be received by the Company by the deadline specified above. The certification of ownership of the shares held by the requesting Shareholders and the shareholding required to request an addition to the agenda must be set forth in a specific notification provided by the custodian intermediary, effective at the date of such request, addressed to segreteria generale@pec.unipol.it.

Any additions to the agenda shall be announced, in the same forms as those required by law for the Shareholders' Meeting Notice, within the terms set forth in regulations in force.

Shareholders requesting to add to the Shareholders' Meeting agenda must prepare a report indicating the justification of the resolution proposals on the new items the discussion of which is proposed or the justification relating to the additional resolution proposals submitted on the items already on the agenda: the above-mentioned report must be transmitted to the Board of Directors by the final deadline for the submission of the request to add to the agenda.

RIGHT TO POSE QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to Art. 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter addressed to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or transmitting the request via email to the certified email address segreteriagenerale@pec.unipol.it, or, lastly, by completing the dedicated **Form** present on the Company's website www.unipol.com in the *Governance/Shareholders' Meeting/ Extraordinary Shareholders' Meeting - 30 July 2026* Section. The requests must be received by the record date, i.e. by **21 July 2026**.

Exclusively requests strictly relating to the items on the agenda received by the Company shall be taken into consideration.

The requesting party must provide to the address segreteriagenerale@pec.unipol.it his or her personal information (surname and name or company name for entities or companies, place and date of birth and tax code) and suitable documentation proving possession of the voting right issued by the intermediary, effective until 21 July 2026 (record date).

If the Shareholder has requested the communication regarding its legitimacy to participate in the Shareholders' Meeting from its custodian intermediary, it will be sufficient to include the references of any such communication issued by the intermediary or, at least, the name of the intermediary, in such communication.

Requests received prior to the Shareholders' Meeting will receive a response at the latest on 27 July via publication on the Company's website, with the right for it to provide a single response to any questions with the same content.

RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS PRIOR TO THE SHAREHOLDERS' MEETING

Taking into account that participation in the Shareholders' Meeting is permitted exclusively via the Designated Representative, the parties entitled to participate in the Shareholders' Meeting that intend to formulate resolution proposals on items on the agenda pursuant to Art. 126-*bis*, paragraph 1, second-to-last sentence, of the TUF or proposals for which submission is otherwise permitted by law are invited to submit them in advance, by **15 July 2026**.

These proposals, after a verification of their pertinence to the items on the agenda and their compliance with applicable regulations, shall be published on the Company's website by the subsequent 17 July, in order to allow those entitled to vote to knowledgeably express themselves, also taking into account these new proposals, and allow the Designated Representative to receive any voting instructions on them as well. The requesting party must provide suitable documentation proving his or her legitimacy to participate in the Shareholders' Meeting and the issue of the proxy to the Designated Representative for participation in the Shareholders' Meeting.

PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

As noted, **those entitled may participate in the Shareholders' Meeting exclusively by granting proxy to the Designated Representative** with the methods set forth herein.

Those with the voting right that intend to participate in the Shareholders' Meeting must grant a dedicated proxy to the Designated Representative containing voting instructions on all or some of the items on the agenda. The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF may be granted by the end of the 2nd trading day prior to the date of the Shareholders' Meeting and, therefore, by **28 July 2026**. The proxy is effective only for the proposals in relation to which voting instructions have been provided.

The Company has identified Computershare S.p.A. with Offices in Turin, Via Nizza 262/73, as Designated Representative pursuant to Art. 135-*undecies* of the TUF. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address sedeto@computershare.it.

The proxy pursuant to Art. 135-*undecies* of the TUF and the relative voting instructions may be revoked by the above-mentioned term of 28 July 2026, with the same methods as those established for granting it.

The above-mentioned proxy pursuant to Art. 135-*undecies* of the TUF to the Designated Representative may also be granted, **by 12:00 p.m. 29 July 2026**, using the specific web application developed and managed directly by Computershare S.p.A., through which it is possible to proceed with the guided completion of the Designated Representative proxy form, accessible directly from the dedicated section of the Unipol website.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, using the same form as above available on the company's website to Computershare S.p.A. in the terms specified therein.

The proxy and/or *sub-proxy* shall be effective only for the resolutions proposed to the Shareholders' Meeting for which the delegating party has provided voting instructions.

The Shareholders holding shares deposited at the Company may participate in the Shareholders' Meeting, exclusively through the Designated Representative, by sending a communication to the certified email address segreteria generale@pec.unipol.it or by calling +39 055 5095754.

For this Shareholders' Meeting, there are no voting by correspondence or electronic voting procedures.

The Designated Representative proxy/*sub-proxy* form is reproduced on page 13 and is available, in downloadable and printable form, in the dedicated section of the Unipol

website under Proxy/sub-proxy form for the exclusive Designated Representative for the Extraordinary Shareholders' Meeting.

The **proxy** issued according to one of the above-mentioned forms, to be sent to the Company via the Designated Representative with the **voting instructions** reserved to it, along with an ID and any documentation proving signing authority, must be received within the terms specified on the relative forms with one of the following methods:

- 1) **Online:** completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
- 2) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to unipol@pecserviziotitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 30 July 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- 3) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to unipol@pecserviziotitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
- 4) **Common Email address Holders:** as an attachment document (PDF format) sent to unipol@pecserviziotitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 30 July 2026). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73, 10126 Turin, Italy.

If the proxy form is sent with methods and in terms other than those specified above or sent exclusively by mail, the delegating party will not be ensured that the proxy will be properly granted to the Designated Representative.

PROXY/SUB-PROXY FORM PURSUANT TO ART. 135-*UNDECIES* OF THE TUF

[PAGE INTENTIONALLY LEFT BLANK]

INTRODUCTION

UNIPOL ASSICURAZIONI S.p.A. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to **exclusively participate** acting as **Appointed Representative** pursuant to article **135-undecies.1** of Italian Legislative Decree no. 58/98 (TUF) and to the Company’s Articles of Association to the Extraordinary Shareholders’ Meeting convened on **30 July 2026** in single call, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company’s website www.unipol.com (Section Governance/Shareholders’ Meetings/Extraordinary Shareholders’ Meeting – 30 July 2026).

Computershare therefore, pursuant to article 135-undecies of TUF, collects the proxies, as well as the sub-proxy granted pursuant to article 135-novies of TUF to the sub-delegating party, together with the voting instructions, to be received **by 28 July 2026**. The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy or sub-proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-decies of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

It is not possible to grant this proxy form without the voting instructions. The form should be completed online and downloaded from the company’s website www.unipol.com. The proxy and voting instruction form can be requested by phone at +39 0110923200.

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders’ Meeting 30 July 2026
 Proxy and sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative**
 pursuant article **135-undecies.1**, Legislative Decree no. 58 of 24 February 1998

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned <i>*(natural person)</i>			
birth place*	birth date *	Tax code *	
resident in (town) *	at (address) *		
telephone. no.	e-mail		
(2) entitled to the voting right at the close of business of		21/07/2026 (Record Date)	as: ☐ registered holder
☐ legal representative - ☐ pledgee - ☐ taker-in - ☐ beneficial interest holder - ☐ official receiver - ☐ manager - ☐ sub-delegating party			
(3) for no. *	Shares Unipol Assicurazioni		
(4) as resulting from communication no.*		made by (Bank) *	
registered in the account no.	at	ABI	CAB
(5) in the name of (natural person or legal entity if different from the signing person)			
birth place *	birth date *	Tax code/LEI *	
resident in (town) *	at (addresss) *		

DELEGATES/SUBDELEGATES

Computershare to attend and vote at the abovementioned shareholders’ general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

STATES, in case of **sub-proxy**, under his/her own liability as proxy holder, pursuant article 135-novies, par. 4 and 5, TUF, the compliance of the list enclosed to the proxies received and the identity of the proxy grantors.

N.B.: In the event that there are multiple proxy grantors, the voting instructions provided by each of them must be listed in an attachment to this Proxy Form.

DATE	ID Form (7) (type)*	Issued by *	no. *	SIGNATURE
------	----------------------------	-------------	-------	-----------

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders’ Meeting 30 July 2026
Proxy and sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative**
pursuant article **135-undecies.1**, Legislative Decree no. 58 of 24 February 1998

VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the Instructions for filling in)

The undersigned **(8)**

DELEGATES/SUBDELEGATES the Appointed Representative to vote at the above indicated shareholders’ meeting as follow

RESOLUTIONS TO BE VOTED (9)		VOTING INSTRUCTIONS		
		F (for), C (against), A (abstain)		
0010	1. Proposal to grant to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authorization, to be exercised by 31 December 2027, to increase the share capital in one or more tranches, in divisible form, against payment, for a maximum aggregate amount of Euro 2,500,000,000.00, inclusive of any share premium, through the issuance of ordinary shares with no par value and regular entitlement, to be offered in option to the entitled shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code. Consequent amendment to Article 5 of the By-Laws. Related and consequent resolutions.			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

DATE

SIGNATURE

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders' Meeting 30 July 2026
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1, Legislative Decree no. 58 of 24 February 1998

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within the term indicated in the Introduction using one of the following methods:
 - 1) **Online:** completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
 - 2) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to unipol@pecserviziitolitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 30 July 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 3) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to unipol@pecserviziitolitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 30 July 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 4) **Common Email address Holders:** as an attachment document (PDF format) sent to unipol@pecserviziitolitoli.it (Reference: Shareholders Meeting Unipol Assicurazioni 30 July 2026). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73, 10126 Turin, Italy.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. Ensure that the number and type of shares for which proxy is conferred matches with the number and type of shares attested by the intermediary in its communication to the Company which details are to be indicated in point (4) below.
4. Reference to the communication made by the intermediary and its name. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. Pursuant article 135-undecies, par. 3, TUF "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.unipol.com. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Section A.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders' Meeting 30 July 2026
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1, Legislative Decree no. 58 of 24 February 1998

Regulatory References

Italian Legislative Decree no.58/98 (T.U.F)

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 and 5).

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
- a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders’ Meeting 30 July 2026
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1, Legislative Decree no. 58 of 24 February 1998

Article 135-undecies.1

(Participation in the shareholders’ meeting by the designated representative)

1. The articles of association can rule that participation in the shareholders’ meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or subproxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4.
2. Submission of resolution proposals at a shareholders’ meeting is not allowed. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting’s agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimization to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-sexies to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
3. The right to ask questions referred to in Article 127-ter is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.

UNIPOL ASSICURAZIONI S.p.A. – Extraordinary Shareholders’ Meeting 30 July 2026
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1, Legislative Decree no. 58 of 24 February 1998

INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-undecies.1 of Italian Legislative Decree no. 58/98 (TUF), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-undecies.1 of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>.

Computershare S.p.A.

[PAGE INTENTIONALLY LEFT BLANK]

Unipol Assicurazioni S.p.A.

Registered Office
Via Stalingrado, 45
40128 Bologna (Italy)
unipol@pec.unipol.it
tel. +39 051 5076111
fax +39 051 5076666

Share capital €3,365,292,408.03 fully paid-up
Bologna Register of Companies
Tax No. 00284160371
VAT No. 03740811207
R.E.A. No. 160304

Company entered in Section I
of the Insurance and Reinsurance Companies List
at No. 1.0083
and parent company of the
Unipol Insurance Group, entered in the
Register of the parent companies
No. 046

